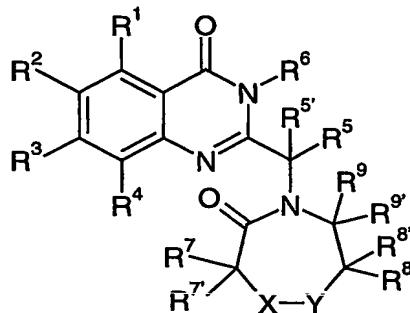


What is claimed:

1. A compound selected from those represented by the formula I:



Formula I

5 wherein:

R^1 , R^2 , R^3 and R^4 are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted alkoxy, halogen, hydroxyl, nitro, cyano, dialkylamino, alkylsulfonyl, alkylsulfonamido, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, optionally substituted aryl and 10 optionally substituted heteroaryl;

R^5 and $R^{5'}$ are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; or R^5 and $R^{5'}$ taken together form an optionally substituted 3- to 7-membered 15 carbocyclic ring;

R^6 is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

R^7 , $R^{7'}$, R^8 , $R^{8'}$, R^9 and $R^{9'}$ are each independently chosen from 20 hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

X and Y are each independently chosen from $C(R^{10})(R^{11})$, $N(R^{12})$, O and S ,

wherein R^{10} and R^{11} are each independently chosen from H, optionally substituted alkyl, optionally substituted aryl and optionally substituted heteroaryl; and

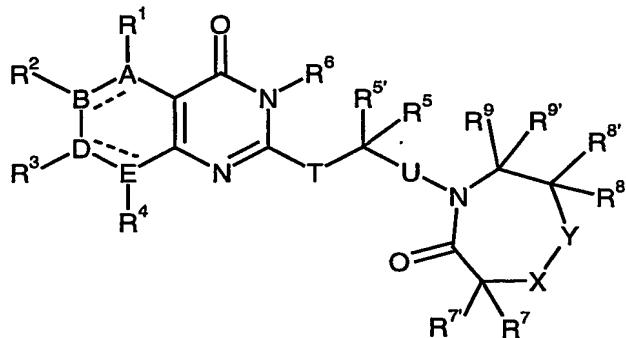
R^{12} is H, optionally substituted alkyl, optionally substituted aralkyl,

5 optionally substituted heteroaralkyl, optionally substituted alkylcarbonyl, optionally substituted arylcarbonyl, optionally substituted heteroarylcarbonyl, optionally substituted aralkylcarbonyl, optionally substituted heteroaralkylcarbonyl, optionally substituted alkoxycarbonyl, optionally substituted aryloxycarbonyl, optionally substituted heteroaryloxycarbonyl,

10 optionally substituted aralkyloxycarbonyl, or optionally substituted heteroaralkyloxycarbonyl; including single stereoisomers and mixtures of stereoisomers thereof, and pharmaceutically acceptable derivatives (e.g., salts) and solvates thereof.

15

2. A compound selected from those represented by the Formula II:



Formula II

wherein:

R^1 , R^2 , R^3 and R^4 are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted alkoxy, halogen, hydroxyl, nitro, cyano, dialkylamino, alkylsulfonyl, alkylsulfonamido, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, optionally substituted aryl and optionally substituted heteroaryl;

R^5 and $R^{5'}$ are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; or

R^5 and R^5' taken together form an optionally substituted 3- to 7-membered carbocyclic ring;

5 R^6 is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

R^7 , R^7' , R^8 , R^8' , R^9 and R^9' are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

10 X and Y are each independently chosen from $C(R^{10})(R^{11})$, $N(R^{12})$, O and S,

 wherein R^{10} and R^{11} are each independently chosen from H, optionally substituted alkyl, optionally substituted aryl and optionally substituted heteroaryl; and

15 R^{12} is H, optionally substituted alkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted alkylcarbonyl, optionally substituted arylcarbonyl, optionally substituted heteroarylcarbonyl, optionally substituted aralkylcarbonyl, optionally substituted heteroaralkylcarbonyl, optionally substituted alkoxy carbonyl, optionally substituted aryloxycarbonyl, optionally substituted 20 substituted aryloxycarbonyl, optionally substituted heteroaryloxycarbonyl, optionally substituted aralkyloxycarbonyl, or optionally substituted heteroaralkyloxycarbonyl;

 T and U are independently a covalent bond, $-C(O)-$, or optionally substituted alkylene;

25 A, B, D and E are independently N, C, CH, O, S or absent, provided that:

 no more than one of A, B, D or E is absent;

 no more than two of A, B, D and E are $-N=$, and

 A, B, D or E can be O or S only when one of A, B, D or E is absent; and

30 provided that R^1 , R^2 , R^3 or R^4 is absent where A, B, D or E, respectively, is $-N=$, O, S or absent;

including single stereoisomers and mixtures of stereoisomers thereof, and pharmaceutically acceptable derivatives (e.g., salts) and solvates thereof.

5 3. A compound according to claim 2 wherein A, B, D and E are independently chosen from -C= and -N=.

4. A compound according to claim 2 or 3 wherein T is optionally substituted C₁-C₄ alkylene or is a covalent bond (i.e., absent).

10

5. A compound according to claim 2, 3 or 4 wherein U is optionally substituted C₁-C₄ alkylene or is a covalent bond.

15 6. A compound according to any of the preceding claims wherein R¹, R², R³ and R⁴ are each independently selected from H, halogen, cyano, optionally substituted C₁-C₄ alkyl, C₁-C₄ haloalkyl, optionally substituted C₁-C₄ alkoxy, and C₁-C₄ haloalkoxy.

20 7. A compound according to any of the preceding claims wherein R¹, R², R³ and R⁴ are each independently selected from H and halogen.

8. A compound according to any of the preceding claims wherein R¹, R² and R⁴ are each H and R³ is halogen (e.g., chloro).

25 9. A compound according to any of the preceding claims wherein R⁵ and R^{5'} are each independently selected from H and C₁-C₄ alkyl.

10. A compound according to any of the preceding claims wherein R⁵ is H and R⁵ is C₁-C₄ alkyl.

30 11. A compound according to claim 9 wherein R^{5'} is H and R⁵ is H, ethyl, cyclopropyl or iso-propyl (particularly ethyl, cyclopropyl or iso-propyl).

12. A compound according to any of the preceding claims wherein R⁶ is C₁-C₈ alkyl, aryl-C₁-C₄ alkyl- or heteroaryl-C₁-C₄ alkyl-.

5 13. A compound according to any of the preceding claims wherein R⁶ is phenyl-C₁-C₄ alkyl-.

14. A compound according to any of the preceding claims wherein R⁶ is benzyl.

10 15. A compound according to any of the preceding claims wherein R⁷, R⁸, R^{8'}, R⁹ and R^{9'} are each independently selected from H and C₁-C₄ alkyl.

15 16. A compound according to any of the preceding claims wherein R⁹ and R^{9'} are each H and R⁷ and R^{7'} or R⁸ and R^{8'} are each independently H or C₁-C₄ alkyl.

17. A compound according to any of the preceding claims wherein R⁷, R^{7'}, R⁸, R^{8'}, R⁹, and R^{9'} are each H; or R⁷, R^{7'}, R⁹, and R^{9'} are each H and R⁸ and R^{8'} are each H or C₁-C₄ alkyl, or R⁸, R^{8'}, R⁹, and R^{9'} are each H and R⁷ and R^{7'} are each H or C₁-C₄ alkyl.

20 18. A compound according to any of the preceding claims (particularly claims 12 and 13) wherein each of said C₁-C₄ alkyl is methyl.

19. A compound according to any of the preceding claims wherein one of X or Y is C(R¹⁰)(R¹¹), wherein R¹⁰ and R¹¹ are each independently selected from H or C₁-C₄ alkyl, and the other of X or Y is N(R¹²), where R¹² is H, C₁-C₄ alkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, C₁-C₆ alkylcarbonyl, optionally substituted arylcarbonyl, optionally substituted heteroarylcarbonyl, optionally substituted

aralkylcarbonyl, optionally substituted heteroaralkylcarbonyl,
C₁-C₆ alkoxy carbonyl, optionally substituted aryloxy carbonyl, optionally
substituted heteroaryloxy carbonyl, optionally substituted aralkyloxy carbonyl,
optionally substituted heteroaralkyloxy carbonyl, where the optionally
5 substituted aryl or heteroaryl groups or moieties are unsubstituted or
substituted with one or more substituents selected from C₁-C₄ alkyl,
C₁-C₄ haloalkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkoxy, amino, C₁-C₄ alkylamino,
di-C₁-C₄ alkylamino, carboxy, C₁-C₄ alkylcarbonyloxy, C₁-C₄ alkoxy carbonyl,
carboxamido, C₁-C₄ alkylcarboxamido, aminocarbonyl,
10 C₁-C₄ alkylaminocarbonyl, di-C₁-C₄ alkylaminocarbonyl, cyano,
C₁-C₄ alkylcarbonyl, halogen, hydroxyl, mercapto and nitro.

20. A compound according to any of the preceding claims wherein X is
C(R¹⁰)(R¹¹), wherein R¹⁰ and R¹¹ are each H or C₁-C₄ alkyl, and Y is N(R¹²),
15 where R¹² is H, C₁-C₄ alkyl, aralkyl, heteroaralkyl, C₁-C₆ alkylcarbonyl,
arylcarbonyl, heteroarylcarbonyl.

21. A compound according to any of the preceding claims wherein X is
CH₂, and Y is N(R¹²), where R¹² is H, methyl, benzyl or acetyl (-C(O)methyl).
20

22. A compound according to any of the preceding claims wherein R⁵ and
R^{5'} are each attached to a stereogenic center having an R-configuration.

23. A compound according to claim 1 substantially as hereinbefore
25 defined with reference to any one of the Examples.

24. A compound selected from:
3-Benzyl-7-chloro-2-[2-methyl-1-(7-oxo-[1,4]diazepan-1-yl)-propyl]-3H-
quinazolin-4-one;
30 3-Benzyl-7-chloro-2-[2-methyl-1-(4-methyl-7-oxo-[1,4]diazepan-1-yl)-propyl]-
3H-quinazolin-4-one3-benzyl-7-chloro-2-[(R)-2-methyl-1-(7-oxo-

[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one; 2-[1-(Acetyl-7-oxo-[1,4]diazepan-1-yl)-2-methyl-propyl]-3-benzyl-7-chloro-3H-quinazolin-4-one; 3-Benzyl-7-chloro-2-[1-(3,3-dimethyl-7-oxo-[1,4]diazepan-1-yl)-2-methyl-propyl]-3H-quinazolin-4-one;

5 3-Benzyl- -2-[1-(4-benzyl-7-oxo-[1,4]diazepan-1-yl)-2-methyl-propyl]- 7-chloro -3H-quinazolin-4-one; 3-Benzyl-7-chloro-2-[1-(7-oxo-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one; and 3-Benzyl-7-chloro-2-[1-(6,6-dimethyl-7-oxo-[1,4]diazepan-1-yl)-2-methyl-

10 propyl]-3H-quinazolin-4-one;

or a pharmaceutically acceptable derivative (e.g., salt) or solvate thereof.

25. A compound according to any one of the preceding claims for use as an active therapeutic substance.

15

26. A compound according to any one of the preceding claims for use in treating cellular proliferative diseases (e.g., cancer).

27. A composition comprising a pharmaceutically acceptable excipient and

20 a compound according to any of claims 1-24.

28. A composition according to claim 27, wherein said composition further comprises a taxane, a vinca alkaloid, or a topoisomerase I inhibitor.

25 29. A method of modulating KSP kinesin activity which comprises contacting said kinesin with an effective amount of the compound according to any one of claims 1 to 24.

30. A method of inhibiting KSP which comprises contacting said kinesin with an effective amount of the compound according to any one of claims 1 to 24.

31. A method for the treatment of a disease of proliferating cells comprising administering to a subject in need thereof the compound according to any one of claims 1-24.
- 5 32. A method for the treatment of a disease of proliferating cells comprising administering to a subject in need thereof the composition according to claim 27 or 28.
- 10 33. A method according to claim 31 or claim 32 wherein said disease is selected from the group consisting of cancer, hyperplasias, restenosis, cardiac hypertrophy, immune disorders, fungal disorders and inflammation.
- 15 34. Use of a compound according to any of one of claims 1-24 in the manufacture of a medicament for use in the treatment of cellular proliferative diseases (e.g., cancer).